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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
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**MOTION OF DEBTORS FOR ENTRY OF ORDER PURSUANT TO
11 U.S.C. § 521 AND FED. R. BANKR. P. 1007(c) FURTHER EXTENDING
TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES,
SCHEDULES OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its
affiliated debtors, as debtors (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. By this Motion, the Debtors respectfully request that the Court further
extend the deadline to file their (i) schedules of assets and liabilities, (ii) schedules of executory
contracts and unexpired leases, and (iii) statements of financial affairs (collectively, the

“**Schedules and Statements**”) by an additional sixty (60) days – to September 29, 2009 – without prejudice to the Debtors’ right to request additional time should it become necessary.

Jurisdiction

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

**Cause Exists to Further Extend
The Time to File the Schedules and Statements**

3. Section 521 of title 11, United States Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) require the Debtors to file their Schedules and Statements within 15 days after the date on which the Debtors commenced their chapter 11 cases unless extended for cause shown.

4. On June 1, 2009 (the “**Commencement Date**”), this Court entered an Order¹ (the “**Original Order**”) extending the time by which the Debtors must file their Schedules and Statements by an additional 45 days to July 31, 2009.

5. The Debtors need to further extend the deadline to file their Schedules and Statements by an additional sixty (60) days – to September 29, 2009.

6. Given the size and complexity of the Debtors' operations, the Debtors need additional time to gather the necessary information to prepare and file their respective Schedules and Statements. To prepare their Schedules and Statements, the Debtors must compile information from books, records, and documents relating to hundreds of thousands of claims, assets, and contracts. This information is voluminous and is located in numerous places

¹ Order Pursuant to 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007(C) Extending Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs [Docket No. 160].

throughout the Debtors' organization. Collecting the necessary information requires the Debtors and their employees to expend an enormous amount of time and effort.

7. Although the Debtors have commenced the task of gathering the necessary information that will enable them to prepare and finalize what will be voluminous Schedules and Statements, it will not be possible for the Debtors to complete and file such Schedules and Statements by July 31, 2009. In view of the amount of work entailed in completing the Schedules and Statements, and the competing demands that had been placed upon the Debtors' employees and professionals since the Commencement Date to assist in efforts to stabilize business operations and prepare for and close the sale of substantially all of the Debtors' assets, the Debtors will not be able to properly and accurately complete the Schedules and Statements by July 31, 2009.

8. At present, the Debtors anticipate that they will require at least an additional sixty (60) days to complete their Schedules and Statements. The Debtors therefore request that the Court extend the period by an additional sixty (60) days – to September 29, 2009 - without prejudice to the Debtors' right to request further extensions, for cause shown.

9. This Court has authority to grant the requested extension under Bankruptcy Rule 1007(c), which provides that “[a]ny extension of time for the filing of the schedules and statements may be granted only on motion for cause shown and on notice to the United States Trustee and to any committee . . . trustee, examiner, or other party as the court may direct.” Fed. R. Bankr. P. 1007(c).

10. The Debtors submit that the vast amount of information that they must assemble and compile, the multiple places where the information is located, and the number of

employee and professional hours required to complete the Schedules and Statements constitute good and sufficient cause for granting the requested extension of time.

Notice

11. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (v) the attorneys for the ad hoc bondholders committee, (vi) the U.S. Attorney's Office, S.D.N.Y., and (vii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

12. Other than the motion which resulted in the Original Order, no previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
July 14, 2009

/s/ Stephen Karotkin

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
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Debtors.	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 521 AND FED. R. BANKR. P. 1007(c)
FURTHER EXTENDING TIME TO FILE SCHEDULES OF ASSETS
AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS
AND UNEXPIRED LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the Motion, dated July 14, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors (collectively, the “**Debtors**”), pursuant to section 521 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order granting an extension of the time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases, and (c) statements of financial affairs (collectively, the “**Schedules and Statements**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c) the time by which the Debtors shall file their Schedules and Statements is extended by an additional sixty (60) days – to September 29, 2009 – without prejudice to the Debtors' right to seek further extensions upon a showing of cause therefor; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2009

United States Bankruptcy Judge